



\_\_\_MISSION SECURITIESANDEACHEN Washington, D.C. 20549

# ANNUAL AUDITED REPORT **FORM X-17A-5** PART III

OMB APPROVAL

**OMB Number:** 3235-0123 January 31, 2007 Expires: Estimated average burden hours per response..... 12.00

SEC FILE NUMBER

**8** 66046

#### **FACING PAGE**

Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING_	1/1/0	06 AND	ENDING_	12/31/06
	MM/DD	/YY		MM/DD/YY
A. REG	ISTRANT IDE	ENTIFICATION	N .	
NAME OF BROKER-DEALER: Sorren	to Pacific	Financial,	LLC	OFFICIAL USE ONL
ADDRESS OF PRINCIPAL PLACE OF BUS	INESS: (Do not u	se P.O. Box No.)		FIRM I.D. NO.
10455 Sorrento Valley R	oad, Suite	101		
	(No. and S	Street)		
San Diego, CA 92121				
(City)	(S	tate)		(Zip Code)
NAME AND TELEPHONE NUMBER OF PE Loraine Wiser	RSON TO CONTA	ACT IN REGARD		EPORT (858) 53094423
				(Area Code - Telephone Numb
B. ACC	OUNTANT IDI	ENTIFICATIO	N	
INDEPENDENT PUBLIC ACCOUNTANT w PKF, Certified Public A	-	ntained in this Rep	ort*	
	(Name – if individual,	state last, first, middle	name)	
2020 Camino del Rio N.,	Ste. 500,	San Diego,	CA 921	.08
(Address)	(City)		(State)	(Zip Code)
CHECK ONE:				
Certified Public Accountant				PROCESSED
☐ Public Accountant				MAR 1 2 2007
☐ Accountant not resident in Unit	ed States or any of	its possessions		$\omega$
,	<del>.</del>	<del> </del>		I HOMSON
	FOR OFFICIAL	USE ONLY		FINANCIAL

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

SEC 1410 (06-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# OATH OR AFFIRMATION

ı, Amy	Beattie		, swear (or affirm) that, to the best of
my knowled Sorre	lge and belief the acce ento Pacific	ompanying financial statement Financial, LLC	t and supporting schedules pertaining to the firm of
of	December	31 , 20 06	are true and correct. I further swear (or affirm) that
neither the	company nor any par	tner, proprietor, principal offic	eer or director has any proprietary interest in any account
classified so	olely as that of a custo	omer, except as follows:	
	None		
			any Beatte
			Signature
			Chief Operating Officer
	$\sim$ $\sim$		Title
🛛 (a) Fac	Notary Public  ** contains (check all ing Page.		JERI L. BITNER COMM. #1484358 NOTARY PUBLIC • CALIFORNIA SAN DIEGO COUNTY Commission Expires Apr. 19, 2008
	ement of Financial Co ement of Income (Lo		
	ement of Theome (Eo		
			ers' or Sole Proprietors' Capital.
		Liabilities Subordinated to Cla	aims of Creditors.
	nputation of Net Capi nputation for Determi	nation of Reserve Requiremen	nts Pursuant to Rule 15c3-3.
🔯 (i) Info	rmation Relating to t	he Possession or Control Requ	airements Under Rule 15c3-3.
			the Computation of Net Capital Under Rule 15c3-3 and the
			ments Under Exhibit A of Rule 15c3-3.  atements of Financial Condition with respect to methods of
• •	solidation.	i mo auditou anu unauditou Di	asymptotics of a manager condition with respect to memors of
	Oath or Affirmation.		
	opy of the SIPC Supp port describing any m		xist or found to have existed since the date of the previous audit.

<sup>\*\*</sup>For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

# SORRENTO PACIFIC FINANCIAL, LLC

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#### INDEPENDENT AUDITORS' REPORT

To the Members of Sorrento Pacific Financial, LLC San Diego, California

We have audited the accompanying statements of financial condition of Sorrento Pacific Financial, LLC (the "Company"), formerly Advanced Financial Solutions, LLC, a California limited liability corporation, as of December 31, 2006 and 2005, and the related statements of operations, changes in members' (deficit) capital, changes in liabilities subordinated to the claims of general creditors and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Sorrento Pacific Financial, LLC as of December 31, 2006 and 2005, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in the schedules on pages 12 through 14 is presented for purposes of additional analysis and are not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 of the Securities and Exchange Commission. Such information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

San Diego, California February 1, 2007 PKF
Certified Public Accountants
A Professional Corporation

## SORRENTO PACIFIC FINANCIAL, LLC STATEMENTS OF FINANCIAL CONDITION December 31, 2006 and 2005

# **ASSETS**

	2006	2005
CURRENT ASSETS		
Cash and cash equivalents	\$ 369,450	\$ 340,011
Receivables from clearing firm	Ψ 005,400 16,448	22,280
Deposits with clearing organizations	30,000	25,000
Other receivables	944	442
Other assets and deposits	86,877	143,494
Total current assets	503,719_	531,227
Property and equipment, net	23,653	27,679
Total assets	\$ 527,372	\$ 558,906
CURRENT LIABILITIES Accounts payable Accrued commissions Due to affiliate Other accrued liabilities  Total current liabilities	\$ 41,579 166,442 2,952 16,354	\$ 13,712 37,619 101 9,461 60,893
Subordinated notes payable	750,000	250,000
MEMBERS' (DEFICIT) CAPITAL	<u>(449,955)</u>	248,013
Total liabilities and members' capital	\$ 527,372	\$ 558,906

# SORRENTO PACIFIC FINANCIAL, LLC STATEMENTS OF OPERATIONS For the years ended December 31, 2006 and 2005

	2006	2005
Revenues:		
Commissions	\$ 2,680,309	\$ 119,951
Marketing assistance	71,846	10,000
Interest	35,784	6,989
Other	90,322	4,050
Total revenues	2 070 261	140,000
rotarrevenues	2,878,261	140,990
Expenses:		
Commissions and clearing	2,624,181	102,926
Employee compensation and benefits	524,502	222,631
Meetings and Conferences	29,494	_
Occupancy	43,923	30,061
Depreciation	11,554	3,973
Outside services	177,670	101,680
Communication and Technology	12,420	-
Travel and entertainment	27,441	31,184
Advertising and market development	4,363	48,378
Office supplies and printing	32,611	18,427
Insurance	10,512	7,083
Taxes, licenses, and registration fees	18,026	22,907
Interest and bank charges	49,297	2,765
Other	10,235	11,454
Total expenses	3,576,229	603,469
Net loss	\$ (697,968)	\$ (462,479)

# SORRENTO PACIFIC FINANCIAL, LLC STATEMENTS OF CHANGES IN MEMBERS' CAPITAL (DEFICIT) For the years ended December 31, 2006 and 2005

	lembers' Capital	Ac	cumulated Deficit		Total
Balance at December 31, 2004	\$ 1,026,000	\$	(315,508)	\$	710,492
Net loss	 		(462,479)		(462,479)
Balance at December 31, 2005	1,026,000		(777,987)		248,013
Net loss	-		(697,968)		(697,968)
Balance at December 31, 2006	\$ 1,026,000	\$ (	(1,475,955)	_\$_	(449,955)

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# SORRENTO PACIFIC FINANCIAL, LLC STATEMENTS OF CHANGES IN LIABILITIES SUBORDINATED TO THE CLAIMS OF GENERAL CREDITORS For the years ended December 31, 2006 and 2005

Balance at December 31, 2004	\$	-
Additions		250,000
Balance at December 31, 2005		250,000
Additions		500,000
Balance at December 31, 2006	_\$	750,000

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# SORRENTO PACIFIC FINANCIAL, LLC STATEMENTS OF CASH FLOWS

For the years ended December 31, 2006 and 2005

	2006	2005
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (697,968)	\$ (462,479)
Adjustments to reconcile net loss to net cash	<b>(00.,000)</b>	+ ( ·····)
used in operating activities:		
Depreciation and amortization	11,554	3,973
Decrease (increase) in assets:		
Receivables from clearing firm	5,832	(22,280)
Other receivables	(502)	(170)
Other assets and deposits	56,617	(139,394)
Increase (decrease) in liabilities:		
Accounts payable	27,867	(2,388)
Accrued commissions	128,823	37,619
Due to affiliate	2,851	(4,040)
Other accrued liabilities	6,893	9,461
Net cash used in operating activities	(458,033)	(579,698)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(7,528)	(30,184)
•		
Net cash used in investing activities	(7,528)	(30,184)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Notes payable borrowings	500,000	250,000
ttotoo payaatta semenmige	333,333	200,000
Net cash provided by financing activities	500,000	250,000
Net increase in cash and cash equivalents	34,439	(359,882)
Cash and cash equivalents at the beginning of		
the year	340,011	699,893
Cash and cash equivalents at the end of the year	\$ 374,450	\$ 340,011
Supplemental displacure of each flow information:		
Supplemental disclosure of cash flow information: Cash paid during the year for:		
Taxes	\$ 1,350	\$ 800
Interest	\$ 49,297	\$ 2,765
HIGIESI	\$ 49,297	\$ 2,765

#### **NOTE 1 - ORGANIZATION**

Sorrento Pacific Financial, LLC (the "Company"), formerly Advanced Financial Solutions, LLC, was incorporated in California on February 19, 2003. The Company formally began doing business on October 10, 2003 as a broker-dealer registered with the Securities and Exchange Commission (SEC). The Company was considered to be a development stage company through December 31, 2005, however, at year end 2005 the designation no longer applied in that the Company commenced business operations and began generating significant revenues in the third quarter of 2005. The Company provides broker-dealer and investment advisory services exclusively for community banks as an introducing broker-dealer, clearing customer transactions through another broker-dealer on a fully disclosed basis.

#### **NOTE 2 - ACCOUNTING POLICIES**

#### **Estimates**

The financial statements are prepared on the accrual basis of accounting, in accordance with accounting principles generally accepted in the United States of America, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### Revenue Recognition

Security transactions and the related commission revenue are recorded on a trade date basis.

#### Concentration of Credit Risk

The Company maintains cash balances with a financial institution. Management performs periodic evaluations of the relative credit standing of the institution. The Company has not sustained any material credit losses from this institution.

#### Income Taxes

Upon its incorporation the Company elected to be taxed as a Limited Liability Corporation (LLC). Accordingly, revenues and expenses are reported on the members' individual income tax returns, and no provision for federal income taxes is included in the Company's financial statements. The \$800 California minimum franchise tax paid by the Company in 2006 and 2005 has been recorded as tax expense for 2006 and 2005.

## NOTE 2 - ACCOUNTING POLICIES (continued)

#### Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents.

#### Financial Instruments

The carrying values reflected in the statements of financial condition at December 31, 2006 and 2005 reasonably approximate the fair values for financial instruments. In making such assessment, the Company has utilized discounted cash flow analyses, estimates, and quoted market prices as appropriate. No allowance for potential credit losses was considered necessary at December 31, 2006 and 2005.

#### NOTE 3 - PROPERTY AND EQUIPMENT

Property and equipment is recorded at cost and depreciated on a straight-line basis over the estimated useful lives of the depreciable assets which range from three to five years. Leasehold improvements are amortized over the life of the lease. Maintenance costs are considered period costs and are expensed when incurred. Property and equipment consists of the following at December 31:

	 2006		2005
Furniture and fixtures	\$ 7,144	\$	7,144
Phone equipment	6,145		6,145
Computers and equipment	25,048		17,520
Leasehold improvements	1,577		1,577
	39,914	-	32,386
Less: Accumulated depreciation			
and amortization	16,261		4,707
Total furniture and equipment, net	\$ 23,653	\$	27,679

# SORRENTO PACIFIC FINANCIAL, LLC NOTES TO FINANCIAL STATEMENTS

For the years ended December 31, 2006 and 2005

#### NOTE 4 - NET CAPITAL REQUIREMENTS

In 2006, the Company, through approval of the NASD, had its minimum net capital reduced from \$250,000 to \$5,000. In 2005, after receiving the approval letter from the NASD to commence operations, the Company became subject to Rule 15c3-1(a)(2)(ii) of the Securities Exchange Act of 1934, as amended, which requires that the ratio of aggregate indebtedness to net capital, as defined, not exceed 15 to 1, and that the Company maintain minimum net capital of \$5,000 or 6 and 2/3% of aggregated indebtedness (approximately \$15,155 at December 31, 2006), whichever is higher. At December 31, 2006, the Company had net capital of \$178,405 in excess of the required minimum net capital and the ratio of aggregate indebtedness to net capital was 1.21 to 1.

At December 31, 2005, the Company had net capital of \$319,879. This was \$69,879 in excess of its required net capital at December 31, 2005, with a ratio of aggregate indebtedness to net capital of 0.19 to 1.

#### NOTE 5 - DEPOSITS

Deposits consist primarily of deposits with the National Association of Securities Dealers (NASD) and clearing firms.

#### NOTE 6 - LIABILITIES SUBORDINATED TO CLAIMS OF GENERAL CREDITORS

Subordinated notes payable to members bearing interest at prime, with a floor of 6% per annum:

#### Subordinated Liabilities at 12/31:

	2006	2005
Due January 2008	\$250,000	\$250,000
Due January 2009	250,000	-
Due July 2009	250,000	
	\$750,000	\$250,000

The subordinated borrowings are covered by agreements approved by the National Association of Securities Dealers. The subordinated liability is added to shareholders' equity and excluded from aggregate indebtedness in computing net capital under Rule 15c3-1 of the Securities Exchange Commission's uniform net capital rule. To the extent that such borrowings are required for the Company's continued compliance with minimum net capital requirements, they may not be repaid.

#### NOTE 7 - RELATED PARTY TRANSACTIONS

The Company is involved in certain related party transactions with an affiliate, CUSO Financial Services, LP ("CUSO"). For the years ended December 31, 2006 and December 31, 2005, the Company was charged \$69,856 and \$33,692, respectively, by CUSO for administrative and consulting expenses. In 2005, the Company moved to a new facility and entered into a five year non-cancelable lease agreement with another related party. The lease commenced July 1, 2005 and expires June 30, 2010. Rent expense was \$41,090 for the year ended December 31, 2006. Future minimum lease commitments under the non-cancelable operating lease are as follows:

Year Ending December 31,	<del></del>	Total	
2007	\$	41,821	
2008		41,821	
2009		41,821	
2010		20,910	
	\$	146,373	

Starting on October 1, 2006, CUSO was renting space from SPF with a rent offset of approximately \$9,075.

#### NOTE 8 – COMMITMENTS AND CONTINGENCIES

#### Financial Services Agreement

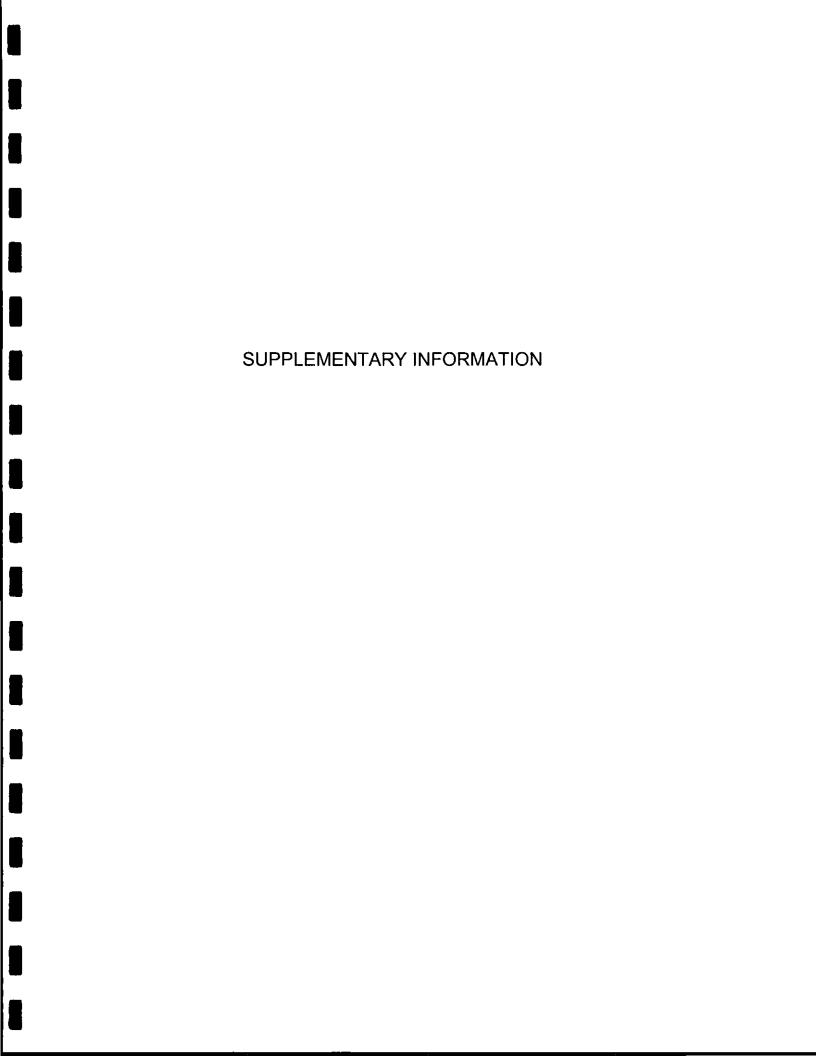
The Company has a financial services agreement with ICBA Financial Services Corporation ("ICBFS"). Under this agreement the Company provides back office operational and technology support in the areas of retail brokerage, financial planning, and insurance to the members of Independent Community Bankers of America ("ICBA") and ICBFS shall market its products and services and enhance ICBFS's services to Members. The term of this agreement is five years, commencing July 1, 2005 and ending June 30, 2010 with an automatic renewal of an additional five years, unless either party notifies the other of their intent to not renew.

#### **Litigation**

The Company is not involved in any material claims or litigation. Management does not believe there are claims that would have a material effect on the financial statements of the Company.

# NOTE 9 - EMPLOYEE 401(K) SAVINGS PLAN

The Company has a 401(k) savings plan (the "Plan") covering all eligible employees. The Plan provides for voluntary employee contributions up to a dollar limit prescribed by law. The Company does not make contributions to the Plan.



## SORRENTO PACIFIC FINANCIAL, LLC COMPUTATIONS OF NET CAPITAL PURSUANT TO RULE 15c3-3 OF THE SECURITIES AND EXCHANGE COMMISSION December 31, 2006 and 2005

	2006	2005
Members' (deficit) capital	\$ (449,955)	\$ 248,013
Add: liabilities subordinated to the claims of general creditors	750,000	250,000
Less non-allowable assets: Deposits Other assets Property and equipment	(81,876) (944) (23,653)	(143,494) (441) (27,679)
Non-allowable assets	(106,473)	(171,615)
Less: Other deductions and/or charges Less: Haircuts	(12) 	(6,519 <u>)</u>
Net capital	\$ 193,560	\$ 319,879
COMPUTATION OF BASIC NET CAPITAL REQUIREMENTS		
Minimum net capital required (6-2/3% of aggregate indebtedness or \$5,000, whichever is greater)	\$ 15,155	\$ 250,000
Net capital in excess of amount required	\$ 178,405	\$ 69,879
Aggregate indebtedness	\$ 227,327	\$ 60,893
Ratio of aggregate indebtedness to net capital	1.21 to 1	0.19 to 1

Note: There are no material differences between the net capital reported above and the net capital reported on Form FOCUS X-17A-5 Part IIA as of December 31, 2006 and 2005.

# SORRENTO PACIFIC FINANCIAL, LLC COMPUTATIONS OF RESERVE REQUIREMENTS PURSUANT TO RULE 15c3-3 OF THE SECURITIES AND EXCHANGE COMMISSION For the years ended December 31, 2006 and 2005

The Company does not carry customer accounts; therefore, they are not required to compute reserve requirements in Part II of Form X-17A-5.

# SORRENTO PACIFIC FINANCIAL, LLC INFORMATION RELATING TO POSSESSION OR CONTROL REQUIREMENTS UNDER RULE 15c3-3 OF THE SECURITIES AND EXCHANGE COMMISSION For the years ended December 31, 2006 and 2005

The Company is exempt from Rule 15c3-3 under the exemptive provisions of section (k)(2)(ii) and, accordingly, has no possession or control requirements.



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# INDEPENDENT AUDITORS' REPORT ON INTERNAL ACCOUNTING CONTROL REQUIRED BY RULE 17A-5 OF THE SECURITIES AND EXCHANGE COMMISSION

To the Members of Sorrento Pacific Financial, LLC San Diego, California

In planning and performing our audits of the financial statements of Sorrento Pacific Financial, LLC, formerly Advanced Financial Solutions, LLC, as of December 31, 2006 and 2005, we considered its internal controls, including procedures for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal controls.

We also made a study of the practices and procedures followed by the Company in making the periodic computations of aggregate indebtedness and net capital under Rule 17a-3(a)(11) and the procedures for determining compliance with the exemptive provisions of Rule 15c3-3. We did not review the practices and procedures followed by the Company in making the quarterly securities examinations, counts, verifications and comparisons, and the recordation of differences required by Rule 17a-13 or in complying with the requirements for prompt payment for securities under section 8 of Regulation T of the Board of Governors of the Federal Reserve System, because the Company does not carry security accounts for customers or perform custodial functions relating to customer securities.

The management of the Company is responsible for establishing and maintaining internal controls and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of internal control policies and procedures and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the Commission's abovementioned objectives. Two of the objectives of internal controls and the practices and procedures are to provide management with reasonable, but not absolute, assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit preparation of financial statements in conformity with accounting principles generally accepted in the United States of America. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in any internal controls or the practices and procedures referred to above, errors or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

Our consideration of the internal controls would not necessarily disclose all matters in the internal controls that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control elements do not reduce to a relatively low level the risk that errors or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving the accounting system and control procedures that we consider to be a material weakness as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the Commission to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2006 and 2005 to meet the Commission's objectives.

This report is intended solely for the use of management, the Securities and Exchange Commission and other regulatory agencies which rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 and should not be used for any other purpose.

San Diego, California February 1, 2007

PKF
Certified Public Accountants
A Professional Corporation

